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INSTRUMENT PREPARED BY
VIRGINIA GAS AND OIL BOARD

ORDER RECORDED UNDER CODE
OF VIRGINIA SECTION 45.1-361.26

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

AMENDED SUPPLEMENTAL ORDER REGARDING:

DOCKET NO. VGOB 10/03/16-2679

ELECTIONS, UNIT: VCI-531472

(hereinafter "Subject Drilling Unit").

REPORT OF BOARD

FINDINGS AND ORDER

1. This Supplemental Order is entered by the Board sua sponte in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirement of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on November 3, 2010, and recorded in Instrument # 100003112 in the Office of the Clerk of Circuit Court, Buchanan County, Virginia on November 17, 2010, (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interest in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 et seq., Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
 - (a) The Board Order directed EQT Production Company, (herein the Designated Operator"), to mail copies of the Board Order to all respondents whose interest, if any, were pooled by said Board Order;
 - (b) The designated operator filed its affidavit of mailing dated December 10, 2010, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interest, if any, were pooled by said Board Order;
 - (c) The Board Order required each Respondent whose interest, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the

Designated Operator has filed its amended affidavit dated June 01, 2012, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.70C (herein "Affidavit of Election"), wherein it has, for each Respondent whose interest, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election made, if any; (iii) whether, by reason of a failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interest, estates and claims in Subject Drilling Unit to the Designated Operator;

- (d) The Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein "Statement of Interests"); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election. A copy of which is attached hereto as Exhibit B;
 - (e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, First Bank & Trust Company, P.O. Box 3860, Kingsport, TN, 37660 (423) 245-6971, Attn: Debbie Davis, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.
- 3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2 above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, First Bank & Trust Company, P.O. Box 3860, Kingsport, TN, 37660 (423) 245-6971, Attn: Debbie Davis, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said affidavits to receive such funds and account to the Board therefore.
 - 4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that a true and correct copy of this Order was mailed to each person whose interest or claim is subject to escrow and whose address is known.
 - 5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
 - 6. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 27 day of August, 2012 by a majority of the Virginia Gas and Oil Board.

Bradley C. Lambert
Chairman, Bradley C. Lambert

DONE AND PERFORMED THIS 27th day of August, 2012 by Order of this Board.

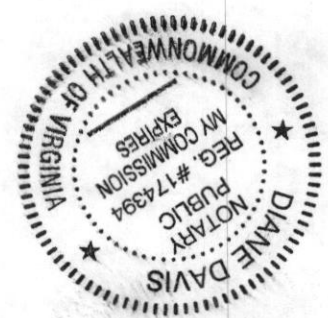
Rick Cooper
Rick Cooper
~~(Acting)~~ Principal Executive To The Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF RUSSELL)

Acknowledged on this 27th day of August, 2012, personally before me a notary public in and for the Commonwealth of Virginia, appeared Bradley C. Lambert, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, and David Asbury Jr., being duly sworn did depose and say that he is Principal Executive to the Staff of the Virginia Gas and Oil Board, that they executed the same and was authorized to do so.

Diane Davis
Diane Davis, Notary
174394

My commission expires: September 30, 2013.



SUPPLEMENT "B"
VCI-531472
created 03/30/2010

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>
<u>GAS ESTATE ONLY</u>					
1	Gallie Friend, Trustee Yellow Poplar Lumber Company Unknown/Unlocateable	Unleased	29.05000000%	17.0700	0.03631250 RI
	EQT Production Company				0.25418750 WI
<u>Tract 1 Totals</u>			29.05000000%	17.0700	0.29050000
2	Furl Newberry and Vickie Newberry, h/w 11233 N 69th Drive Peoria, AZ 85345	Leased 243344	63.65000000%	37.4100	0.07956250 RI
	EQT Production Company				0.55693750 WI
<u>Tract 2 Totals</u>			63.65000000%	37.4100	0.63650000
3	Willard Newberry and Audrey Newberry, h/w * Route 1 Box 482 Vansant, VA 24656-9728	Leased 243343	7.30000000%	4.2900	0.00912500 RI
	EQT Production Company				0.06387500 WI
<u>Tract 3 Totals</u>			7.30000000%	4.2900	0.07300000
	Total Gas Estate		100.00000000%	4.2900	1.00000000
	Percentage of Unit Leased		70.95000000%		
	Percentage of Unit Unleased		29.05000000%		
	Acreage in Unit Leased			-12.7800	
	Acreage in Unit Unleased			17.0700	
<u>COAL ESTATE ONLY</u>					
1	Range Resources-Pine Mountain, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 T2-42	29.05000000%	17.0700	0.03631250 RI
	EQT Production Company				0.25418750 WI
<u>Tract 1 Totals</u>			29.05000000%	17.0700	0.29050000
2	Range Resources-Pine Mountain, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889	63.65000000%	37.4100	0.07956250 RI
	EQT Production Company				0.55693750 WI
<u>Tract 2 Totals</u>			63.65000000%	37.4100	0.63650000
3	Range Resources-Pine Mountain, Inc. Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889	7.30000000%	4.2900	0.00912500 RI
	EQT Production Company				0.06387500 WI
<u>Tract 3 Totals</u>			7.30000000%	4.2900	0.07300000
	Total Coal Estate		100.00000000%	58.7700	1.00000000
	Percentage of Unit Leased		100.00000000%		
	Percentage of Unit Unleased		0.00000000%		
	Acreage in Unit Leased			58.77000000	
	Acreage in Unit Unleased			0.00000000	

* Per Last Will and Testament of Willard Newberry, interest was bequeathed to daughters Marlene McCall and Donna Vest.

EXHIBIT "B-3"
VCI-531472

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>Gas Estate Only</u>				
1	Gallie Friend, Trustee Yellow Poplar Lumber Company Unknown/Unlocateable	Unleased	29.05000000%	17.0700
TOTAL GAS ESTATE			29.05000000%	17.0700

EXHIBIT "E"
VCI-531472

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>GAS ESTATE ONLY</u>				
1	Gallie Friend, Trustee Yellow Poplar Lumber Company Unknown/Unlocateable	Unleased	29.05000000%	17.0700
2	Furl Newberry and Vickie Newberry, h/w 11233 N 69th Drive Peoria, AZ 85345	Leased 243344	63.65000000%	37.4100
Total Gas Estate			92.70000000%	54.4800
<u>COAL ESTATE ONLY</u>				
1	Range Resources-Pine Moi Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889 T2-42	29.05000000%	17.0700
2	Range Resources-Pine Moi Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212	Leased 906889	63.65000000%	37.4100
Total Coal Estate			92.70000000%	54.4800

EXHIBIT "EE"**VCI-531472**

created 05/08/2012

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>
<u>GAS ESTATE ONLY</u>				
3	Donna Vest, single 4062 Blandfield Drive Vinton, VA 24179	Leased 243343	2.73750000%	1.608750
	Marlene McCall, single 5310 Canova Court Kingsport, TN 37664	Leased 243343	2.73750000%	1.608750
	Total Gas Estate			
3	Range Resources-Pine Mountain, Inc Attn: Jerry Grantham P.O. Box 2136 Abingdon, VA 24212		1.82500000%	1.072500
	TOTAL PURSUANT TO 75%/25% ROYALTY SPLIT AGREEMENTS			

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE: Application of EQT Production Company, for Forced Pooling of Interests in Unit Number VCI-531472 VGOB Docket No. VGOB-10/03/16-2679 in the Prater Magisterial District of Buchanan County, Virginia.

AMENDED AFFIDAVIT OF WILHOIT & KAISER, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of WILHOIT & KAISER, the Agent for the Designated Operator, with offices located at 220 Broad Street, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on November 3, 2010, by the Virginia Gas and Oil Board regarding the captioned coalbed methane Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on November 17, 2010.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election periods:

NONE

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow as either unknown claimants or conflicting claimants under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia; that opposite the name of each person named as a Respondent listed below is set forth:

See Exhibit E

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims.


See Exhibit EE

8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraph 10 of the Order.

See Exhibit B-3

That pursuant to the provision of 4VAC 25-160.70C annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are required in this matter pursuant to the terms of §§ 45.1-361.21.D.

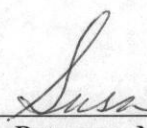
Dated at Kingsport, Tennessee, this 1st day of June, 2012.



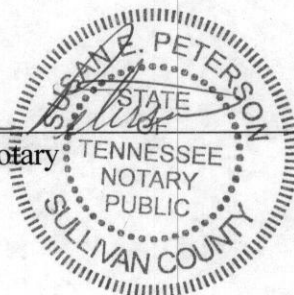
Affiant

State of Tennessee)
County of Sullivan)

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of EQT Production Company, a corporation, on behalf of the corporation, this 1st day of June, 2012.



Susan Peterson, Notary



My commission expires: October 24, 2012.

**LAST WILL AND TESTAMENT
OF
WILLARD BURNS NEWBERRY**

In the name of God, Amen;

I, Willard Burns Newberry, County of Buchanan, Virginia, being of sound and disposing mind and memory do hereby declare this to be my Last Will and Testament hereby revoking any and all Wills heretofore made by me.

ARTICLE I

I hereby give and bequeath all my real estate and furnishings, situated in Russell Prater Creek, to Elliot Newberry and Freddy Newberry, for their lives and at the death of the survivor in fee simple absolute to Mykala Newberry.

ARTICLE II

I give, devise and bequeath my real estate on Big Paw Paw, consisting of approximately 144 acres, to my daughters Donna Vest and Marlene McCall per stirpes.

ARTICLE III

I give, devise and bequeath my interest into Newberry Trucking Company Inc., and N&N Leasing Inc., to Freddy Newberry. It is my wishes that the foregoing companies pay any debts which I am personally liable to pay on loans for the benefit of the corporations.

I further give, devise and bequeath unto Freddy

Newberry my Winnebago motor home and my 2007 Liberty Jeep. In the event I trade the aforesaid Jeep for another vehicle I give, devise and bequeath that vehicle to Freddy Newberry.

ARTICLE IV

I give, devise and bequeath to Elliot Newberry my Jeep. In the event Elliot Newberry has not attained the age of eighteen I direct that his share be held in trust by Freddy Newberry.

ARTICLE V

I, give, devise and bequeath unto Mykala Newberry my Toyota automobile

ARTICLE VI

In as much as my son Winford Newberry has predeceased me, I give, devise and bequeath his share of my estate of \$50,000.00 to Vickie Newberry.

ARTICLE VII

In as much as my daughter Delores (Newberry) Keller has predeceased me, I give, devise and bequeath her share of my estate of \$20,000.00 to C.J. Keller.

W N
DAVID L. EPLING
ATTORNEY AT LAW, P.C.
ROUTE 460, EAST
P.O. DRAWER 1067
RUNDY, VIRGINIA 24614
276-935-2100

ARTICLE VIII

I give, devise and bequeath my 1989 Chevrolet Pick Up Truck to Donna Vest. In the event I trade the aforesaid pick up truck for another vehicle I give, devise and bequeath that vehicle to Donna Vest.

ARTICLE IX

I give, devise and bequeath the rest and residue of my estate both real and personal to include but not limited to all monies, cash, CD's and savings account, to Donna Vest and Marlene McCall per stirpes.

ARTICLE X

I hereby nominate and appoint my daughter Marlene McCall, to be the Executrix of this my Last Will and Testament and I request that no surety be required of her upon her bond as such. Should she be unable or unwilling to serve for any reason, I hereby nominate and appoint my daughter, Donna Vest to be the Executrix of my Last Will and Testament, in her place and stead and request that no surety be required of her on her bond as such.

WV
DAVID L. EPLING
ATTORNEY AT LAW, P.C.
ROUTE 460, EAST
P.O. DRAWER 1067
RUNDY, VIRGINIA 24614
276-935-2100

ARTICLE XI

A. Any person who fails to survive me by 120 hours shall be deemed to have predeceased me for purposes of succession to property under this Will.

B. Any taxes imposed under the laws of any jurisdiction by reason of my death, by whatever named called, upon or with respect to any property included in my estate for the purpose of such taxes, whether such property passes under or outside of this Will, shall be paid by my Executrix and apportion such taxes among my beneficiaries as set forth in Section 64.1-161 of the 1950 Code of Virginia as amended.

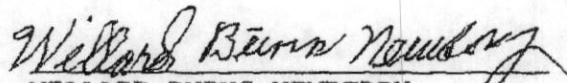
C. The expenses of my last illness, the expenses of a funeral appropriate to my station in life and custom of living (including the purchase and erection of a suitable monument or marker at my grave) shall be paid by my Executrix.

D. My Executrix shall have the power to pay my judicially enforceable debts and the administrative expenses of my estate as soon after my death as may be convenient and to pay or deliver any legacy or bequest to any beneficiary without waiting any time that may be prescribed by law.


E. In administrating the Trust created in Article IV, if necessary, for Elliot Newberry his Trustee is

hereby granted all of the powers of fiduciaries as set forth in section 64.1-57 of the 1950 Code of Virginia as amended in effect of the date hereof, and any subsequent amendments thereto, and all of said powers as enumerated therein are hereby incorporated and made part of this instrument, it being my intention to confer upon the Trustee, the broadest and amplest powers, the foregoing powers being by way of illustration and not by way of limitation. Upon attaining the age of eighteen that trust shall automatically terminate and vest in that Elliot Newberry.

IN WITNESS WHEREOF I have affixed my signature and seal hereto this 6th day of October, 2010, in Grundy, Virginia.


WILLARD BURNS NEWBERRY

The above and foregoing instrument was on the date thereof subscribed by Willard Burns Newberry, the Testator named therein, and declared by him to be his Last Will and Testament, in our presence, and we, at his request and in the presence of each other, have hereunto subscribed our names as witnesses thereto.


DAVID L. EPLING
ATTORNEY AT LAW, P.C.
ROUTE 460, EAST
P.O. DRAWER 1067
GRUNDY, VIRGINIA 24614
276-935-2100

David Epling
Witness

Terrance Potter
Witness

STATE OF VIRGINIA,
COUNTY OF BUCHANAN, to-wit:

Before me, the undersigned Notary Public for Buchanan County, Virginia, on this day personally appeared Willard Burns Newberry, David Epling, and Terrance Potter known to me to be the Testator and the witnesses, respectively, whose names are signed to the attached and foregoing instrument and all of these persons being by me first duly sworn, Willard Burns Newberry, the Testator, declared to me and to the witnesses in my presence that said instrument is his Last Will and Testament and that he had willingly signed and executed it in the presence of said witnesses as his free and voluntary act for the purposes therein expressed, that said witnesses stated before me that the foregoing Will was executed and acknowledged by the Testator as his Last Will and Testament in the presence of said witnesses

Hagy, Sharon (DMME)

From: VITASHARE System [vitashare@vita.virginia.gov]
Sent: Thursday, November 15, 2012 3:16 PM
To: Hagy, Sharon (DMME)
Subject: New Transaction M9DCXLXOR4018WGO-0006

Transaction details for Sharon Hagy(user shagy_1) _____

Job Id: M9DCXLXOR4018WGO-0006

Date: Thu, Nov 15, at 15:15

Transaction Details:

Acknowledge Security Policy: I understand that this system is not intended for sensitive data.

Recipient's Email example- user1@virginia.gov, user2@virginia.gov:

gloria.clark@dmme.virginia.gov, KKenny@eqt.com, Krudick@eqt.com, mbarbour@eqt.com,
mroyster@eqt.com, NAtkison@eqt.com, sep@wilhoitandkaiser.com

Message - Describe file attachment: Please see the recorded supplemental order for docket 2679. Let me know if you are unable to download the file. Thanks, Sharon

Notify me when the file is downloaded?: Yes

Pin: 388902

Files:

2679_Supplemental-Amended.tif

View details here

<<http://vitashare.vita.virginia.gov/fcweb/viewJobLink.do?JOBIDX=M9DCXLXOR4018WGO>>

Total Estimated File Size: 271 KB

Total Number of Files: 1

Estimated Upload Time: 00:00:43